

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

FIELDWOOD ENERGY LLC *et al.*¹

Debtors.

Chapter 11

Case No. 20-33948 (MI)

(Jointly Administered)

**EXHIBIT AND WITNESS LIST OF
ENI PETROLEUM US LLC AND ENI US OPERATING CO. INC. FOR
DISCLOSURE STATEMENT HEARING SET FOR MARCH 15, 2021 AT 11:00 A.M.**

Eni US Operating Co. Inc. and Eni Petroleum US LLC (together “Eni”) hereby file this Witness and Exhibit List (the “W&E List”) regarding exhibit(s) that may be used or introduced and/or witnesses that may be called by Eni at the hearing² scheduled for **Monday, March 15, 2021 at 11:00 a.m., prevailing Central Time**, before the Honorable Marvin Isgur.

WITNESS LIST

1. Thomas R. Lamme, Senior Vice President and General Counsel, Fieldwood Energy, LLC;
2. A representative of AlixPartners, LLP and/or Houlihan Lokey Capital, Inc. with knowledge of (i) a liquidation analysis, (ii) a valuation analysis, and (iii) financial projections that are yet to be shared with Eni or filed with this Court; and
3. Any other witness called by any other party or by the Court.

¹ The Debtors in these chapter 11 cases (these “Cases”), along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

² The hearing will be conducted electronically pursuant to Bankruptcy General Order 2020-04. Audio communication will be by use of a dial-in number. The Dial in Phone Number is 832-917-1510 and the Conference Code Number is 954554. Video communication will be by use of the internet site <https://GoToMeet.me/judgeisgur>. The code for joining the meeting is Judge Isgur.

At the time of the filing of this W&E List, the Debtors have adjourned the hearing on the *Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Dkt. 723] (the “Disclosure Statement”) several times and, during this time, the Debtors have informally provided some of the information requested by Eni but there are still information requests outstanding and the Debtors have not yet shared drafts of, nor filed certain information referenced in the Disclosure Statement, including, but not limited to (i) a liquidation analysis, (ii) a valuation analysis, and (iii) financial projections (together, and including any other documentation or information to be provided, the “Supplemental Disclosure”). Eni is filing this W&E List under compulsion of Rule 9013-2(b) of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (this “Court” and such rules, the “Local Rules”) and accordingly reserves the right to supplement the above witness list. Further, Eni reserves the right to call rebuttal witnesses as necessary.

EXHIBIT LIST

NO	DESCRIPTION	Offered	Objection	Admitted/Not Admitted
1.	Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. 722]			
2.	Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. 723]			
3.	Plan Release Provisions [Dkt. 723, Ex. B]			
4.	Leases Related to Purchased Oil & Gas Lease Interests [Dkt. 723, Ex. C]			
5.	Leases Related to FWE I Oil & Gas Lease Interests [Dkt. 723, Ex. D]			
6.	Leases Related to FWE III Oil & Gas Lease Interests [Dkt. 723, Ex. E]			
7.	Leases Related to Abandoned Properties [Dkt. 723, Ex. F]			
8.	Motion of Debtors for Entry of Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estate; (VII) Approving Bid Submission Deadline and Procedures for Submission of Higher or Better Bids; and (VIII) Granting Related Relief [Dkt. 724]			

9.	Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC to Approval of Debtors' Disclosure Statement for Debtors' Joint Chapter 11 Plan of Reorganization [Dkt. 937]			
10.	Objection of XTO Offshore, Inc., HHE Energy Company, and XH LLC to the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 759]			
11.	Chevron U.S.A. Inc. and Noble Energy, Inc.'s Objection to Debtors' Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) Proposed Voting and Tabulation Procedures, (III) Procedures for Executory Contract Assumption and Assignment, and (IV) Procedures for Assignment and Transfer of Property of the Estate [Dkt. 880]			
12.	Objection of XTO Offshore, Inc., HHE Energy Company, and XH LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 900]			
13.	Marathon Oil Company's Objection to Debtors' Disclosure Statement, Procedures for Assumption of Executory Contracts and Transfer of Property of the Estate [Dkt. 924]			

14.	Objection by Lexon Insurance Company, Ironshore Indemnity Inc. and Ironshore Specialty Insurance Company to the Motion of Debtors for Entry of order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estate; (VII) Approving Bid Submission Deadline and Procedures for Submission of Higher or Better Bids; and (VIII) Granting Related Relief [Dkt. 932]			
15.	Energy Transfer's Objection to Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. 954]			
16.	Joinder of EnVen Energy Ventures, LLC to the (A) Objection of Chevron U.S.A. Inc. and Noble Energy, Inc., (B) Objection of XTO Offshore, Inc., HHE Energy Company, and XH LLC, (C) Objection of Marathon Oil Company, and (D) Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. 955]			
17.	Any exhibit designated by any other party			
18.	Any pleading or other document filed with the Court on the docket of the above-captioned Cases			

19.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party			
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At the time of the filing of this W&E List, the Debtors have adjourned the hearing on the Disclosure Statement several times and, during this time, the Debtors have informally provided some of the information requested by Eni but there are still information requests outstanding and the Debtors have not yet shared drafts of, nor filed certain information referenced in the Disclosure Statement, including the Supplemental Disclosure. Eni is filing this W&E List under compulsion of Local Rule 9013-2(b) and accordingly reserves the right to supplement the above exhibit list. Eni reserves the right to use as its own exhibit, any exhibit identified or offered by any other party.

Respectfully Submitted,

BRACEWELL LLP

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*Counsel to Eni US Operating Co. Inc. and
Eni Petroleum US LLC*

CERTIFICATE OF SERVICE

The undersigned certifies that on March 11, 2021, a true and correct copy of this document was served by electronic means as listed on the Court's ECF noticing system.

/s/ William A. (Trey) Wood III

William A. (Trey) Wood III